SEC 1972 (6/99)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROV	AL
OMB Number:	3235-0076
Expires: May 31	1, 2002
Estimated avera	ge burden
hours per respor	nse 1

SEC USE ONLY

Prefix

DATE RE

	UNIFOR	M LIMITED O	FFERING EX	EMPTION	+
					OCT 0 9 2002
Name of Offering (check			as changed, and	indicate change.)	
Class A Preferred Stoo	ck and Common S	Stock			
Filing Under (Check box(es) that apply):	[<u>]</u>] Rule 504	[_] Rule 505	[X] Rule 506	[_]] Section 4(6)	THOMSON [[]] ULOENCIAL
Type of Filing: [] New Fi	ling [X] Amendmen	t		111 1 111 1111	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
To provide according to the conference and the conf	To make any magasity (CCC) to the season and constitution of the CCC and any and a section of the Section of th	A. BASIC IDENT	IFICATION DAT	A	
				1001 TOTAL TIL	
1. Enter the information	requested about th	e issuer		VA (4.0) (4.0) (4.0) (4.0) (4.0) (4.0) (4.0) (4.0) (4.0) (4.0) (4.0) (4.0) (4.0) (4.0) (4.0) (4.0) (4.0) (4.0)	02059767
City Sort, L.P.	,	0.0000.		*	
Name of Issuer (chec	k if this is an am	endment and n	ame has chang	ed, and indicate c	hange.)
				, ,	
Address of Executive Of 1600 North 5 th Street			, ∠ip Code) Tele	onone Number (Inclu	ding Area Code)
Address of Principal Bus Code)	iness Operations (Number and Stree	et, City, State, Zip	Code) Telephone N	umber (Including Area
(if different from Executive	ve Offices)				
Brief Description of Busin	ness: Mail Manag	ement System			and the state of t
Type of Business Organ		•			
[<u> </u>] corporation		l partnership, alre	ady formed	[[_]] other (please sp	ecify):
[] business trust	[[]] limited	l partnership, to b	e formed		•



Actual or Estimated Date of Incorporation or Organization:	Month	Year [9][8]	[⊠] Actual	[[]] Estimated
Jurisdiction of Incorporation or Organization: (n for State:
				arramana ang ang ang ang ang ang ang ang ang

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[∐] Promoter	[x] Beneficial Owner	[[]] Executive Officer	[[]] Director	[x] General and/or Managing Partner
Full Name (La	st name first, if i	ndividual)			
City Sort, Inc.					
	idence Address (N Street, Phila., P		t, City, State, Zip C	ode)	
Check Box(es) that Apply:	[[]] Promoter	[[]] Beneficial Owner	[x] Executive Officer	[x] Director	[] General and/or Managing Partner
	name first, if indiv	idual)			
Stephen Freed					
	idence Address (N i ke, Ambler, PA		, City, State, Zip C	ode)	
1/13 Butter 1	ike, Allibier, I A	(19002		and and the second seco	The state of the s
Check Box(es) that Apply:	[D]Promoter	[[]] Beneficial Owner	[] Executive Officer	[x]Director	[[]] General and/or Managing Partner
	name first, if indiv	idual)			
Sanford Lipst		lumber and Street	City State Zin C	odo)	
	Road, Malveri		, City, State, Zip Co	oue)	
417 Concestor		KIN 17555			
Check Box(es) that Apply:	[] Promoter	[[]] Beneficial Owner	[] Executive Officer	[x]Director	[[]] General and/or Managing Partner
	name first, if indivi	idual)			
Donald M. Glo		lumbor and Stroot	City State Zin C	odo)	
	·	quare, PA 1907	, City, State, Zip Ci 3	ode)	
		944,912.2.2			
Check Box(es) that Apply:	[Promoter	[] Beneficial Owner	[x] Executive Officer	[x]Director	[[□] General and/or Managing Partner
Jack F. Adler,	name first, if indivi	dual)			ACCUSATION AND ACCUSATION ACCUSATION ACCUSATION ACCUSATION ACCUSATION AND ACCUSAT
\$1000000000000000000000000000000000000	ZO LONGNO KOMBENO PARA ANTALIS LA CARRONO CONTRACTORISTA LA REGIO RE	lumber and Street	, City, State, Zip Co	nde)	
	Street, Phila. PA		, Oity, Otato, Zip Ot	Juc <i>)</i>	
Check Box(es) that Apply:	[Promoter	[[]] Beneficial Owner	[] Executive Officer	[x]Director	[]] General and/or Managing Partner
Full Name (Last Seymour G. M	name first, if indivi I andell	dual)			
	idence Address (N et. Nantucket. M		, City, State, Zip Co	ode)	and the design of the second s

Check Box(es) [] Promoter that Apply:		[[]] Beneficial Owner	[[]] Executive Officer	[x]Director	[] General and/or Managing Partner
	name first, if indiv	idual)			T dittion
Lawrence Chi					
			t, City, State, Zip C	ode)	
880 Briarland	Road, Newtown	<u>n Square, PA 1</u>	9073		
Check Box(es) that Apply:	[] Promoter	[[]] Beneficial Owner	[x] Executive Officer	[x]Director	[[]] General and/or Managing Partner
Full Name (Last	name first, if indivi	idual)			
Ted Lebow					
	· ·		., City, State, Zip C	ode)	
112 Righters I	Ferry Road, Bal	a Cynwyd, PA	19004		
Check Box(es) that Apply:	[] Promoter	[]] Beneficial Owner	[x] Executive Officer	[_]]Director	[[]] General and/or Managing Partner
	name first, if indivi	dual)			
Rudy Lutterso					
	•		, City, State, Zip C	ode)	
1600 N. Fifth 3	Street, Phila. PA	19122	and discount of the state of th		
Check Box(es) that Apply:	[] Promoter	[x] Beneficial Owner	[_] Executive Officer	[[]]Director	[[]] General and/or Managing Partner
Full Name (Last	name first, if indivi	dual)			
Imagetek, Inc.			***		
	idence Address (N ive, Bensalem, F		, City, State, Zip C	ode)	
Check Box(es) that Apply:	[_] Promoter	[X] Beneficial Owner	[[]] Executive Officer	[]Director	[[]] General and/or Managing Partner
Full Name (Last	name first, if indivi	dual)			. 3.1.101
Murex Investr	and a control of the				
Business or Res	idence Address (N	lumber and Street	, City, State, Zip C	ode)	en e
4700 Wissahic	<u>kon Avenue, Ph</u>	iladelphia, PA	19144		

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B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	**************************************	
Answer also in Appendix, Column 2, if filling under ULOE.	Yes [[]]	No [x]
2. What is the minimum investment that will be accepted from any individual?	\$1,000_	
3. Does the offering permit joint ownership of a single unit?	Yes [x]	No [□]
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Name (Last name first, if individual) N/A		
Business or Residence Address (Number and Street, City, State, Zip Code)	6.6.1.4.3.3.3.3.3.3.3.3.3.4.4.4.4.4.4.4.4.4	
Name of Associated Broker or Dealer	The second secon	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	States	
[AL]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Name (Last name first, if individual)		Phopological Control of Service
Business or Residence Address (Number and Street, City, State, Zip Code)	And a second	Continue de la Contin
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	States	
[AL]] [HI] [] [MS] [] [OR] [] [WY] [] [ID]] [MO]] [PA]] [PR]
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		COURT NAME CANADA
(Check "All States" or check individual States)	[[]] All States	
[AL]] [MN]	[ID]
(Use blank sheet, or copy and use additional copies of this	sheet, as necessa	ary.)
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES A	ND USE OF PRO	CEEDS
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	is	
Type of Security Debt	Aggregate Offering Price \$0 \$0 \$250,000.00	Amount Already Sold \$0 \$0 \$ \$168,210.00 \$0
Total	\$250,000.00	\$168,21.00
2. Enter the number of accredited and non-accredited investors who have purchas securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	ed	
Accredited Investors	Number Investors 11 0	Aggregate Dollar Amount of Purchases \$168,210.00 \$0 \$

•

indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. NOT APPLICABLE Dollar Type of Amount Security Type of offering Sold Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs □1 \$0 Legal Fees [🔀] \$15,000 Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total \$15,000 b. Enter the difference between the aggregate offering price given in response to Part C -

\$

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types

Question 1 and total expenses furnished in response to Part C - Question 4.a. This

difference is the "adjusted gross proceeds to the issuer."

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment
Construction or leasing of plant buildings and facilities
Acquisition of other businesses (including the value of
securities involved in this offering that may be used in
exchange for the assets or securities of another issuer
pursuant to a merger)
Repayment of indebtedness
Working capital
Other (specify)
Column Totals
Total Payments Listed (column totals added)

Payments to	
Officers,	
Directors, &	Payments To
Affiliates	Others
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1 1\$	\$168,210

D. I	FEDERAL SIGNATURE			
The issuer has duly caused this notice to be signed Rule 505, the following signature constitutes an uncommission, upon written request of its staff, the inpursuant to paragraph (b)(2) of Rule 502.	dertaking by the issuer to f	urnish to the U.S. Securities and Exchange		
Issuer (Print or Type) City Sort, L.P.	Signature 22	Date September 24 2002		
Name of Signer (Print or Type) Theodore Lebow	Title of Signer (Print or Type) President of City Sort, Inc., General Partner			
Intentional misstatements o	ATTENTION or omissions of fact cons ons. (See 18 U.S.C. 1001			
E.	. STATE SIGNATURE			
1. Is any party described in 17 CFR 230.262 prese such rule?		isqualification provisions of Yes [⊠] No		
See Appendix	x, Column 5, for state re	sponse.		
2. The undersigned issuer hereby undertakes to fu a notice on Form D (17 CFR 239,500) at such times		rator of any state in which this notice is file		

- d,
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) City Sort, L.P.		Date September 26 2002			
Name of Signer (Print or Type)	Title of Signer (Print or Type)				
Theodore Lebow	President of City Sort, Inc., General Partner				

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

						A 1.40 A 2.40 (2.5			F-0.1000 August 100-100
1		2	3		4				5
	non-ad	to sell to ccredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of invest	Type of investor and amount purchased in State (Part C-Item 2)				alification tate ULOE s, attach nation of granted) E-Item 1)
	i —	r í				Number of		`	I
				Number of		Non-			
				Accredited		Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
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AK 🗌									
AZ 🗌									
AR 🗌									
CA 🗆									
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